

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS*
CHARLES T. KAPPLER
THOMAS A. FRAZIER, JR.
ROBERT S. HOPE
JOHN H. DOYLE
MILTON C. GRACE*

* NOT A MEMBER OF D. C. BAR

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D. C.

20006

January 7, 1977

OF COUNSEL
JESS LARSON

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

RECEIVED
FEE OPERATION
JAN 10 1977

Interstate Commerce Commission
Washington, D.C. 20423

6534-A
RECORDATION NO. 6534-A
Filed & Recorded

JAN 10 1977 2 12 PM
INTERSTATE COMMERCE COMMISSION

Gentlemen:

Enclosed for recordation under the provisions of Section 20c of the Interstate Commerce Act and the rules and regulations thereunder, as amended, are four executed copies of an Amendment to an Equipment Lease dated as of April 1, 1974.

The enclosed document amends an Equipment Lease dated as of March 1, 1972 which was duly filed and recorded on March 30, 1972 and assigned Recordation Number 6534.

A general description of the railroad equipment covered by the enclosed document is attached hereto and marked Exhibit A.

The names and addresses of the parties to the Amendment to an Equipment Lease are, as follows:

Lessee: Grand Trunk Western Railroad Company
131 West Lafayette Boulevard
Detroit, Michigan 48226

Lessor: Trust Company for USL, Inc.
Trustee under GTW Trust No. 7
1211 West 22nd Street
Oakbrook, Illinois 60521

The undersigned is the authorized agent for the Lessee for the purpose of submitting the enclosed document for recordation and has knowledge of the matters set forth therein.

7-007A049
JAN 7 1977
10-

DC Washington, D. C.

Countersigned C.T. Kowale

Interstate Commerce Commission
January 7, 1977
Page Two

Please return the executed and recorded copies of the Amendment to an Equipment Lease not needed by your office to the bearer of this letter.

Also enclosed is a remittance in the amount of \$10.00 covering the required recordation fee.

Very truly yours,

ALVORD AND ALVORD for Grand Trunk
Western Railroad Company

BY Charles T. Kappler
Charles T. Kappler

JAN 10 1977 - 2 12 PM

AMENDMENT TO AN EQUIPMENT LEASEINTERSTATE COMMERCE COMMISSION

AMENDMENT dated as of April 1, 1974 to an Equipment Lease
dated as of March 1, 1972

BETWEEN: TRUST COMPANY FOR USL, INC., an Illinois corporation (hereinafter
called the "Lessor"),

OF THE FIRST PART

AND: UNITED STATES LEASING INTERNATIONAL, INC., A California
corporation, (hereinafter called the "Agent"),

OF THE SECOND PART

AND: GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan corporation,
(hereinafter called the "Lessee"),

OF THE THIRD PART

AND: THE PHILADELPHIA SAVING FUND SOCIETY, (hereinafter called the
"Secured Party"),

OF THE FOURTH PART

WHEREAS the parties hereto executed an Equipment Lease dated as of
March 1, 1972 and which was on March 30, 1972 recorded with the Interstate Commerce
Commission as Number 6534 and deposited with the Registrar General of Canada; and

WHEREAS the said Equipment Lease was assigned by the Lessor to the
Secured Party under the terms of an Assignment of Lease dated as of March 1, 1972
and recorded with the Interstate Commerce Commission on March 30, 1972 as Number
6534 and deposited with the Registrar General of Canada; and

WHEREAS the said Equipment Lease covers one hundred and six (106) 89'4"
70-ton Flush Deck Flat Cars bearing Railroad Car Numbers GTW 304239 to 304293 inclusive
and GTA 307500 to 307550 inclusive, one hundred and six (106) New Paragon Bi-Level
Auto Loaders, eighty-five (85) 89'4" Low Deck Flat Cars bearing Railroad Car Numbers
GTA 307700 to 307784 inclusive and eighty-five (85) New Para Auto Loaders; and

WHEREAS the Lessee desires to change the Railroad Car Numbers on fifty-one
(51) of the 89'4" 70-ton Flush Deck Flat Cars and on the eighty-five (85) 89'4" Low
Deck Flat Cars and assign new numbers to the said cars; and

WHEREAS the Lessor and the Secured Party have given their prior consent to
the said change in the Railroad Car Numbers;


NOW THEREFORE in consideration of the premises and the payment of One
Dollar (\$1.00) by the Lessee to the Lessor, the Agent and the Secured Party, the
receipt of which is hereby acknowledged, the parties hereby agree as follows:

1. That the fifty-one (51) Flush Deck Flat Cars and the eighty-five (85) Low Deck Flat Cars bearing the Railroad Car Numbers referred to in Column I of Exhibit A hereto shall be restencilled and renumbered in accordance with the identifying Railroad Car Numbers set forth in Column II of Exhibit A hereto.
2. That during the period of restencilling and renumbering, the said cars may bear either the GTA or CNA identifying numbers referred to in Columns I and II of Exhibit A hereto.
3. That upon completion of the restencilling and renumbering of the said cars, the Lessee shall provide the parties hereto and file with the Interstate Commerce Commission and the Registrar General of Canada, a statement signed by a Vice-President of the said Lessee and stating that the cars have been restencilled in accordance herewith and that the cars will thereafter bear the CNA identifying numbers referred to in Column II of Exhibit A hereto.
4. All costs related to the restencilling and recordation of this Amendment and the statement referred to herein with the Interstate Commerce Commission and the Registrar General of Canada shall be at the expense and obligation of the Lessee.
5. The parties hereto agree that in all other respects, the said Railroad Equipment Lease shall remain in full force and effect in accordance with its original terms.

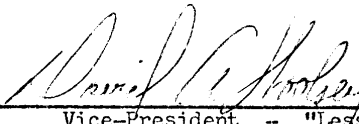
IN WITNESS WHEREOF, the Lessor, the Agent, the Lessee and the Secured Party have each caused this instrument to be executed in its corporate name by its President or by one of its Vice-Presidents thereunto duly authorized, and by its corporate seal being affixed and attested by its Secretary or one of its Assistant Secretaries, all as of the date and year above written.

(CORPORATE SEAL)

ATTEST:



Secretary

TRUST COMPANY FOR USL, INC.

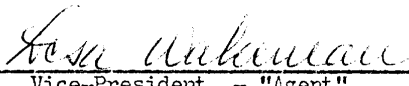
By: 
Vice-President - "Lessor"

(CORPORATE SEAL)

ATTEST:



Secretary

UNITED STATES LEASING INTERNATIONAL, INC.

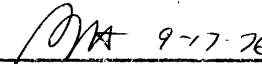
By: 
Vice-President - "Agent"

(CORPORATE SEAL)

ATTEST:


Secretary

GRAND TRUNK WESTERN RAILROAD COMPANY

By:  9-17-76
Vice-President - "Lessee"

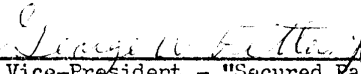
Approved
JSD 9/17/76

(CORPORATE SEAL)

ATTEST:

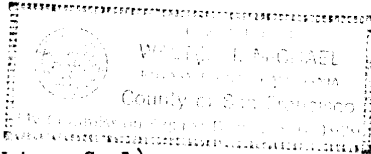

Secretary

THE PHILADELPHIA SAVING FUND SOCIETY

By: 
Vice-President - "Secured Party"
George W. Potters, Jr.
Vice President

STATE OF CALIFORNIA)
CITY AND COUNTY OF SAN FRANCISCO) SS.

On this 10th day of February 1976, before me personally appeared David A. Wocisky, to me personally known, who being by me duly sworn, says that he is Vice President of TRUST COMPANY FOR USI, INC. that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



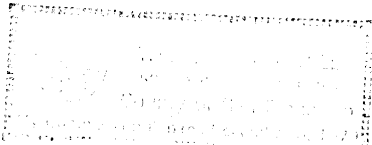
(Notary Seal)

Walter J. Michael
Notary Public

My commission expires: December 6, 1979

STATE OF CALIFORNIA)
CITY AND COUNTY OF SAN FRANCISCO) SS.

On this 10th day of February 1976, before me personally appeared Dora Wakeman, to me personally known, who being by me duly sworn, says that she is Vice President of UNITED STATES LEASING INTERNATIONAL, INC. that the seal affixed to the foregoing instrument is the corporate seal of said corporation that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(Notary Seal)

Walter J. Michael
Notary Public

My commission expires: December 6, 1979

STATE OF MICHIGAN)
COUNTY OF WAYNE) SS.

On this 17th day of September, before me personally appeared P.E. Tatro, to me personally known, who being duly sworn, says that he is the Vice President of GRAND TRUNK WESTERN RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. A. Bremers
Notary Public

(Notary Seal)

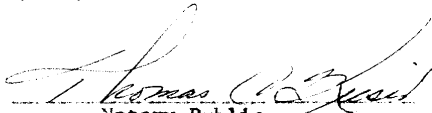
My commission expires: September 1, 1978

A C K N O W L E D G E M E N T

STATE OF PENNSYLVANIA)
) SS
COUNTY OF PHILADELPHIA)

On this 20th day of December, 1976, before me personally appeared George W. Fethers, Jr., to me personally known, who being by me duly sworn, says that he is a Vice President of THE PHILADELPHIA SAVING FUND SOCIETY, that one of the Seals affixed to the foregoing instrument is the Corporate Seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)


Notary Public

My commission expires: My Commission Expires March 21, 1977

EXHIBIT A

TO THE AMENDMENT DATED APRIL 1, 1974
OF AN EQUIPMENT LEASE BETWEEN
TRUST COMPANY FOR USL, INC.,
UNITED STATES LEASING INTERNATIONAL INC.,
GRAND TRUNK WESTERN RAILROAD COMPANY
AND
THE PHILADELPHIA SAVING FUND SOCIETY

COLUMN I

GTA 307500
307501
307502
307503
307504
307505
307506
307507
307508
307509
307510
307511
307512
307513
307514
307515
307516
307517
307518
307519
307520
307521
307522
307523
307524
307525
307526
307527
307528
307529
307530
307531
307532
307533
307534
307535
307536
307537
307538
307539
307540
307541
307542
307543
307544
307545
307546
307547
307548
307549
307550
GTA 307700
307701
307702
307703
307704
307705
307706
307707
307708

COLUMN II

CNA 711426
711427
711428
711429
711430
711431
711432
711433
711434
711435
711436
711437
711438
711439
711440
711441
711442
711443
711444
711445
711446
711447
711448
711449
711450
711451
711452
711453
711454
711455
711456
711457
711458
711459
711460
711461
711462
711463
711464
711465
711466
711467
711468
711469
711470
711471
711472
711473
711474
711475
711476
CNA 702906
702907
702908
702909
702910
702911
702912
702913
702914

COLUMN I (cont'd.)

GTA 307709
307710
307711
307712
307713
307714
307715
307716
307717
307718
307719
307720
307721
307722
307723
307724
307725
307726
307727
307728
307729
307730
307731
307732
307733
307734
307735
307736
307737
307738
307739
307740
307741
307742
307743
307744
307745
307746
307747
307748
307749
307750
307751
307752
307753
307754
307755
307756
307757
307758
307759
307760
307761
307762
307763
307764
307765
307766
307767
307768
307769
307770
307771
307772
307773
307774
307775
307776

COLUMN II (cont'd.)

CNA 702915
702916
702917
702918
702919
702920
702921
702922
702923
702924
702925
702926
702927
702928
702929
702930
702931
702932
702933
702934
702935
702936
702937
702938
702939
702940
702941
702941,2
702941,3
702941,4
702945
702946
702947
702948
702949
702950
702951
702952
702953
702954
702955
702956
702957
702958
702959
702960
702961
702962
702963
702964
702965
702966
702967
702968
702969
702970
702971
702972
702973
702974
702975
702976
702977
702978
702979
702980
702981
702982

COLUMN I (cont'd.)

GTA307777
307778
307779
307780
307781
307782
307783
307784

COLUMN II (cont'd.)

CNA702983
702984
702985
702986
702987
702988
702989
702990

STATEMENT OF CHANGE OF
EQUIPMENT IDENTIFICATION

The undersigned, GRAND TRUNK WESTERN RAILROAD COMPANY, a Michigan corporation, the Lessee under the Equipment Lease referred to below and to the assignee of the Lessor, as mortgagee and secured party under the Security Agreement referred to below, of the following changes of equipment identification;

Description of Equipment Lease Covering Equipment:

Title: Equipment Lease

Date : March 1, 1972

Names and Addresses
of Parties Thereto:

Lessee: Grand Trunk Western Railroad Company
131 West Lafayette Boulevard
Detroit, Michigan 48226

Lessor: Trust Company for USL, Inc.
Trustee under GTW Trust No. 7
1211 West 22nd Street
Oakbrook, Ill. 60521

(the "Lessor")

ICC Filing Data Covering Equipment Lease:

No. 6534, 30 March 1972

Canadian Recordation Data Covering Equipment Lease:

Deposited with the Registrar General of Canada on 30 March 1972

Identification of Security Agreement assigning Lessor's interest in Equipment Lease to Secured Party:

Title: Assignment

Date : March 1, 1972

Secured Party: The Philadelphia Saving Fund Society
(the "Secured Party")

ICC Filing Data Covering Security Agreement

No. 6534, 30 March 1972

Canadian Recordation Data Covering Equipment Lease:

Deposited with the Registrar General of Canada on 30 March 1972

Changes in Identification of Equipment originally described in Equipment Lease and Security Agreement:

<u>GENERAL DESCRIPTION OF ITEM</u>	<u>PREVIOUS ROAD MARK AND NUMBER</u>	<u>NEW ROAD MARK AND NUMBER</u>
51-89'4" 70-ton Flush Deck Flat Cars	GTA307500	CNA711426
	307501	711427
	307502	711428
	307503	711429
	307504	711430
	307505	711431
	307506	711432
	307507	711433
	307508	711434
	307509	711435
	307510	711436
	307511	711437
	307512	711438
	307513	711439
	307514	711440

<u>GENERAL DESCRIPTION OF ITEM</u>	<u>PREVIOUS ROAD MARK AND NUMBER</u>	<u>NEW ROAD MARK AND NUMBER</u>
51-89'4" 70-ton Flush Deck Flat Cars	GTA307515	CNA711441
	307516	711442
	307517	711443
	307518	711444
	307519	711445
	307520	711446
	307521	711447
	307522	711448
	307523	711449
	307524	711450
	307525	711451
	307526	711452
	307527	711453
	307528	711454
	307529	711455
	307530	711456
	307531	711457
	307532	711458
	307533	711459
	307534	711460
	307535	711461
	307536	711462
	307537	711463
	307538	711464
	307539	711465
	307540	711466
	307541	711467
	307542	711468
	307543	711469
	307544	711470
	307545	711471
	307546	711472
	307547	711473
	307548	711474
	307549	711475
	307550	711476
85-89'4" Low Deck Flat Cars	GTA307700	CNA702906
	307701	702907
	307702	702908
	307703	702909
	307704	702910
	307705	702911
	307706	702912
	307707	702913
	307708	702914
	307709	702915
	307710	702916
	307711	702917
	307712	702918
	307713	702919
	307714	702920
	307715	702921
	307716	702922
	307717	702923
	307718	702924
	307719	702925
	307720	702926
	307721	702927
	307722	702928
	307723	702929
	307724	702930
	307725	702931
	307726	702932
	307727	702933
	307728	702934
	307729	702935
	307730	702936
	307731	702937
	307732	702938
	307733	702939
	307734	702940

<u>GENERAL DESCRIPTION OF ITEM</u>	<u>PREVIOUS ROAD MARK AND NUMBER</u>	<u>NEW ROAD MARK AND NUMBER</u>
85-89'4" Low Deck Flat Cars	GTA307735	CNA702941
	307736	702942
	307737	702943
	307738	702944
	307739	702945
	307740	702946
	307741	702947
	307742	702948
	307743	702949
	307744	702950
	307745	702951
	307746	702952
	307747	702953
	307748	702954
	307749	702955
	307750	702956
	307751	702957
	307752	702958
	307753	702959
	307754	702960
	307755	702961
	307756	702962
	307757	702963
	307758	702964
	307759	702965
	307760	702966
	307761	702967
	307762	702968
	307763	702969
	307764	702970
	307765	702971
	307766	702972
	307767	702973
	307768	702974
	307769	702975
	307770	702976
	307771	702977
	307772	702978
	307773	702979
	307774	702980
	307775	702981
	307776	702982
	307777	702983
	307778	702984
	307779	702985
	307780	702986
	307781	702987
	307782	702988
	307783	702989
	307784	702990

The undersigned requests the consent of the Lessor and the Secured Party with respect to the changes set forth above.

E. S. Intaine
Secretary

GRAND TRUNK WESTERN RAILROAD COMPANY

By MA 9-7-76
Its Vice President

[SEAL]

Approved
9-20-76

Consented and agreed to:

TRUST COMPANY FOR USE, INC.

By *David C. Hickey*
Its Vice-President
Lessor

The Philadelphia Saving Fund Society

By *George W. Fetters, Jr.*
George W. Fetters, Jr.
Its Vice President
Secured
Party

ACKNOWLEDGEMENT

STATE OF MICHIGAN }
COUNTY OF WAYNE } SS

On this 17th day of September, 1976,
before me personally appeared P. E. Tatro,
to me personally known, who being by me duly sworn, says that he is 'a Vice President
of GRAND TRUNK WESTERN RAILROAD COMPANY,
that one of the Seals affixed to the foregoing instrument is the Corporate Seal
of said corporation, that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors; and he acknowledged that the
execution of the foregoing instrument was the free act and deed of said
corporation.

[SEAL]

J. A. Bremer
Notary Public

My commission expires: SEP 17 1978

EXHIBIT A

TO THE AMENDMENT DATED APRIL 1, 1974
OF AN EQUIPMENT LEASE BETWEEN
TRUST COMPANY FOR USL, INC.,
UNITED STATES LEASING INTERNATIONAL INC.,
GRAND TRUNK WESTERN RAILROAD COMPANY
AND
THE PHILADELPHIA SAVING FUND SOCIETY

COLUMN I

GTA 307500
307501
307502
307503
307504
307505
307506
307507
307508
307509
307510
307511
307512
307513
307514
307515
307516
307517
307518
307519
307520
307521
307522
307523
307524
307525
307526
307527
307528
307529
307530
307531
307532
307533
307534
307535
307536
307537
307538
307539
307540
307541
307542
307543
307544
307545
307546
307547
307548
307549
307550
GTA 307700
307701
307702
307703
307704
307705
307706
307707
307708

COLUMN II

CNA 711426
711427
711428
711429
711430
711431
711432
711433
711434
711435
711436
711437
711438
711439
711440
711441
711442
711443
711444
711445
711446
711447
711448
711449
711450
711451
711452
711453
711454
711455
711456
711457
711458
711459
711460
711461
711462
711463
711464
711465
711466
711467
711468
711469
711470
711471
711472
711473
711474
711475
711476
CNA 702906
702907
702908
702909
702910
702911
702912
702913
702914

COLUMN I (cont'd.)

GTA 307709
307710
307711
307712
307713
307714
307715
307716
307717
307718
307719
307720
307721
307722
307723
307724
307725
307726
307727
307728
307729
307730
307731
307732
307733
307734
307735
307736
307737
307738
307739
307740
307741
307742
307743
307744
307745
307746
307747
307748
307749
307750
307751
307752
307753
307754
307755
307756
307757
307758
307759
307760
307761
307762
307763
307764
307765
307766
307767
307768
307769
307770
307771
307772
307773
307774
307775
307776

COLUMN II (cont'd.)

CNA 702915
702916
702917
702918
702919
702920
702921
702922
702923
702924
702925
702926
702927
702928
702929
702930
702931
702932
702933
702934
702935
702936
702937
702938
702939
702940
702941
702942
702943
702944
702945
702946
702947
702948
702949
702950
702951
702952
702953
702954
702955
702956
702957
702958
702959
702960
702961
702962
702963
702964
702965
702966
702967
702968
702969
702970
702971
702972
702973
702974
702975
702976
702977
702978
702979
702980
702981
702982

COLUMN I (cont'd.)

GTA307777
307778
307779
307780
307781
307782
307783
307784

COLUMN II (cont'd.)

CNA702983
702984
702985
702986
702987
702988
702989
702990

Interstate Commerce Commission

Washington, D.C. 20423

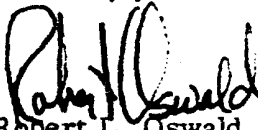
January 10, 1977

OFFICE OF THE SECRETARY

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 1/10/77 at 2:50 pm , and assigned recordation number(s) 6534-A

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)